

If to the Enron Parties, to:

Enron Corp.
1221 Lamar Street
Suite 1600
Houston, TX 77010
Attention: General Counsel
Telecopy: (713) 853-3129

with a copy to:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attention: Brian S. Rosen, Esq.
Telecopy: (212) 310-8007

- and -

Milbank Tweed Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Susheel Kirpalani, Esq.
Telecopy: (212) 822-5234

If to a Choctaw Party or a Zephyrus Party, to:

such Choctaw/Zephyrus Party at the address
shown for such holder on Schedule 6.11
hereof, to the attention of the person who
has signed this Agreement on behalf of such
holder

with a copy to:

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
Attention: Mark Bane, Esq.
Telecopy: (212) 808-7897

- and -

Kramer Levin Naftalis & Frankel, LLP
919 Third Avenue
New York, NY 10022
Attention: Thomas Mayer, Esq.
Telecopy: (212) 715-8000

If to Sequoia, to:

Sequoia Financial Assets LLC
1221 Lamar Street
Suite 1600
Houston, TX 77010
Attention: General Counsel
Telecopy: (713) 853-3129

If to Cherokee, to:

Cherokee Finance V.O.F. i.l.
1221 Lamar Street
Suite 1600
Houston, TX 77010
Attention: General Counsel
Telecopy: (713) 853-3129

If to EFP, to:

Enron Finance Partners, LLC
1221 Lamar Street
Suite 1600
Houston, TX 77010
Attention: General Counsel
Telecopy: (713) 853-3129

Section 6.12 Further Assurances. Each of the Parties hereto agrees to execute and deliver, or to cause to be executed and delivered, all such instruments, and to take all such action as the other Parties may reasonably request in order to effectuate the intent and purposes of, and to carry out the terms of, this Agreement, including, without limitation, such instruments or documents in connection with the assignment of promissory notes, accounts receivable and other obligations attendant to the transactions contemplated herein.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of the date set forth above.

ENRON CORP., as Debtor in Possession

By: 

Name: Raymond M. Bowen, Jr.
Title: Executive Vice President,
Chief Executive Officer and
Treasurer

ENRON NORTH AMERICA CORP.,
as Debtor in Possession

By: DCW
Name: David C. Williams
Title: Agent and Attorney-in-Fact

MKW

ENRON POWER MARKETING, INC.,
as Debtor in Possession

By: DCW
Name: David C. Williams
Title: Agent and Attorney-in-Fact

MKW

CHEYENNE FINANCE S.a.r.l.

By: _____
Name: K. Wade Cline
Title: Sole Manager

MKW

SEQUOIA FINANCIAL ASSETS, LLC

By: _____
Name: K. Wade Cline
Title: Agent and Attorney-in-Fact

MKW

CHEROKEE FINANCE V.O.F. i.l.

By: JPMORGAN CHASE BANK, as holder of the
claim in respect of the Cherokee Preferred
Interests and as Agent for the Choctaw
Lenders

By: _____
Name:
Title:

ENRON NORTH AMERICA CORP.,
as Debtor in Possession

By: _____
Name: David C. Williams
Title: Agent and Attorney-in-Fact

MKW

ENRON POWER MARKETING, INC.,
as Debtor in Possession

By: _____
Name: David C. Williams
Title: Agent and Attorney-in-Fact

MKW

CHEYENNE FINANCE S.a.r.l.

By: *K Wade Cline*
Name: K. Wade Cline
Title: Sole Manager

MKW

SEQUOIA FINANCIAL ASSETS, LLC

By: *K Wade Cline*
Name: K. Wade Cline
Title: Agent and Attorney-in-Fact

MKW

CHEROKEE FINANCE V.O.F. i.l.

By: JPMORGAN CHASE BANK, as holder of the
claim in respect of the Cherokee Preferred
Interests and as Agent for the Choctaw
Lenders

By: _____
Name:
Title:

**ENRON NORTH AMERICA CORP.,
as Debtor in Possession**

By: _____
Name: David C. Williams
Title: Agent and Attorney-in-Fact

**ENRON POWER MARKETING, INC.,
as Debtor in Possession**

By: _____
Name: David C. Williams
Title: Agent and Attorney-in-Fact

CHEYENNE FINANCE S.a.r.l.

By: _____
Name: K. Wade Cline
Title: Sole Manager

SEQUOIA FINANCIAL ASSETS, LLC

By: _____
Name: K. Wade Cline
Title: Agent and Attorney-in-Fact

CHEROKEE FINANCE V.O.F. i.l.

By: JPMORGAN CHASE BANK, as holder of the
claim in respect of the Cherokee Preferred
Interests and as Agent for the Choctaw
Lenders

By: _____
Name: F. HALL WEBB
Title: MD

By: CHEYENNE FINANCE S.a.r.l.

By: K Wade Cline MKW

Name: K. Wade Cline

Title: Agent and Attorney-in-Fact

ENRON FINANCE PARTNERS, LLC

By: _____ *JK*

Name:

Title:

JPMORGAN CHASE BANK, as Administrative
Agent and Collateral Agent Pursuant to Credit
Agreement

By: _____

Name:

Title:

JPMORGAN CHASE BANK, as Administrative
Agent and Collateral Agent Pursuant to Funding
Agreement

By: _____

Name:

Title:

JPMORGAN CHASE BANK, as Collateral Agent
Pursuant to Security Agreement

By: _____

Name:

Title:

JPMORGAN CHASE BANK, as Attorney-in-Fact
Pursuant to Security Agreement

By: _____


Name:

Title:

By: CHEYENNE FINANCE S.a.r.l.

By: _____
Name: K. Wade Cline
Title: Agent and Attorney-in-Fact

ENRON FINANCE PARTNERS, LLC

By:  _____
Name: F. HALL WEBB
Title: DIRECTOR

JPMORGAN CHASE BANK, as Administrative
Agent and Collateral Agent Pursuant to Credit
Agreement

By: _____
Name:
Title:

JPMORGAN CHASE BANK, as Administrative
Agent and Collateral Agent Pursuant to Funding
Agreement

By: _____
Name:
Title:

JPMORGAN CHASE BANK, as Collateral Agent
Pursuant to Security Agreement

By: _____
Name:
Title:

JPMORGAN CHASE BANK, as Attorney-in-Fact
Pursuant to Security Agreement

By: _____
Name:
Title:

By: CHEYENNE FINANCE S.a.r.l.

By: _____
Name: K. Wade Cline
Title: Agent and Attorney-in-Fact

ENRON FINANCE PARTNERS, LLC

By: _____
Name:
Title:

JPMORGAN CHASE BANK, as Administrative
Agent and Collateral Agent Pursuant to Credit
Agreement

By: _____
Name: F. HALL WEBB
Title: MD

JPMORGAN CHASE BANK, as Administrative
Agent and Collateral Agent Pursuant to Funding
Agreement

By: _____
Name: F. HALL WEBB
Title: MD

JPMORGAN CHASE BANK, as Collateral Agent
Pursuant to Security Agreement

By: _____
Name: F. HALL WEBB
Title: MD

JPMORGAN CHASE BANK, as Attorney-in-Fact
Pursuant to Security Agreement

By: _____
Name: F. HALL WEBB
Title: MD

JPMORGAN CHASE BANK

By: 

Name: F. HALL WEBB

Title: MD

FARALLON CHOCTAW ENE, L.L.C.

By: FARALLON CAPITAL MANAGEMENT,
L.L.C., as Manager


By: 

Name: William F. Duhamel, Jr.

Title: Managing Member

FARALLON ZEPHYRUS ENE, L.L.C.

By: FARALLON CAPITAL MANAGEMENT,
L.L.C., as Manager

By: 
Name: William F. Duhamel, Jr.
Title: Managing Member

**BEAR STEARNS INVESTMENT
PRODUCTS, INC.**

By: 

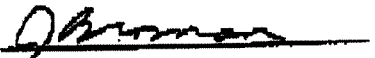
Name:

Title:

**JOHN McDERMOTT
VICE PRESIDENT**

CREDIT SUISSE FIRST BOSTON



By: 

Name:

Title:

Joseph Brosnan
Vice President

By: 

Name:

Title:

LEIGH DWORKIN
ASSISTANT VICE PRESIDENT

DIVERSIFIED CREDIT STRATEGIES FUND

By: 

Name:

RYAN ATKINSON

Title:

VICE PRESIDENT

BEAR STEARNS & CO. INC.

By: 

Name:

Title: **ALAN J. MINTZ**
SENIOR MANAGING DIRECTOR

CHOCTAW-ZEPHYRUS SETTLEMENT AGREEMENT

KING STREET CAPITAL MANAGEMENT, LLC

By: 

Name:

O. Francis Biondi

Title:

Managing Principal

SPCF GROUP, LLC

By: Edward A. Mule

Name:

Title:

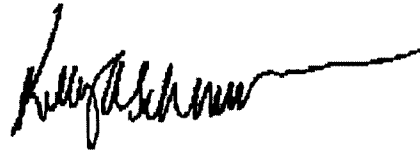
CARGILL FINANCIAL SERVICES INTL. INC.

By: 

Name:

Title:

Kirk Ogren
Investment Manager



Kelly Schreurs
Controller

DEUTSCHE BANK TRUST COMPANY
AMERICA

By: _____

Name:

Title:

Scott G. Martin
Managing Director

ABN AMRO BANK N.V.

By: 

Name:

DAVID W. STACK

Title:

GROUP VICE PRESIDENT

By: 

Name:

WILLIAM J. FITZGERALD

Title:

GROUP SENIOR VICE PRESIDENT

SPECIAL SITUATIONS INVESTING GROUP,
for and on behalf of itself and each, every and all of
its past and present officers, directors, shareholders,
partners, principals, subsidiaries, agents, employees,
representatives and attorneys in any capacity in the
Choctaw Transactions and the Zephyrus
Transactions, but not on behalf of its affiliates or
parent companies


By: 
Name: **MICHAEL MANSOUR**
Title: **AUTHORIZED SIGNATORY**

BNP PARIBAS

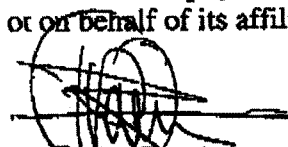
By: 
Name: ALEJO FERNANDEZ SASSO
Title: VICE PRESIDENT

By: 
Name: FLETCHER DUKE
Title: Director

REDWOOD MASTER FUND, LTD.

By: 
Name: JONATHAN KOLATCH
Title: Director

GOLDMAN SACHS CREDIT PARTNERS L.P.,
for and on behalf of itself and each, every and all of
its past and present officers, directors, shareholders,
partners, principals, subsidiaries, agents, employees,
representatives and attorneys in any capacity in the
Choctaw Transactions and the Zephyrus
Transactions, but not on behalf of its affiliates or
parent companies

A handwritten signature in black ink, appearing to read "Pedro Ramirez", is written over a circular stamp that is partially obscured by the signature.

By: _____
Name: Pedro Ramirez
Title: Authorized Signatory

VARDE FUND V, L.P.

By: _____

Name:

Title:

Consented to and Acknowledged By:

THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

By: _____

Name: Melvin L. Berker

Title: Co-Chair

Wells Fargo Bank, N.A. as
Indenture Trustee